

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

ARMSTRONG FLOORING, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 22-10426 (MFW)

(Jointly Administered)

Hearing Date: June 21, 2023 at 2:00 p.m. ET

Objection Deadline: June 7, 2023 at 4:00 p.m. (ET)

**SUMMARY OF THE COMBINED FOURTH MONTHLY AND FINAL FEE  
APPLICATION OF BARNES & THORNBURG LLP, AS SPECIAL LABOR COUNSEL  
TO THE DEBTORS, FOR ALLOWANCE OF MONTHLY COMPENSATION  
AND FOR MONTHLY REIMBURSEMENT OF ALL ACTUAL AND NECESSARY  
EXPENSES INCURRED FOR THE (I) MONTHLY PERIOD OF SEPTEMBER 1, 2022  
THROUGH APRIL 17, 2023 AND (II) FINAL PERIOD OF  
MAY 9, 2022 THROUGH APRIL 17, 2023**

Name of Applicant:

Barnes & Thornburg LLP

Authorized to Provide  
Professional Services to:

Debtors and Debtors-in-Possession

Date of Retention:

July 7, 2022, *nunc pro tunc* to May 9, 2022

**Combined Fourth Monthly Period**

Period for which compensation and  
reimbursement is sought:

September 1, 2022 through April 17, 2023

Amount of compensation sought as actual,  
reasonable and necessary:

\$9,624.00

Amount of reimbursement sought as actual,  
reasonable and necessary:

\$2,799.86

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of their respective tax identification numbers, are as follows: Armstrong Flooring, Inc. (3305); AFI Licensing LLC (3265); Armstrong Flooring Latin America, Inc. (2943); and Armstrong Flooring Canada Ltd. (N/A). The address of the Debtors' corporate headquarters is P.O. Box 10068, 1770 Hempstead Road, Lancaster, PA 17065.

**Final Period**

Period for which compensation and  
reimbursement is sought:

May 9, 2022 through April 17, 2023

Amount of compensation sought as actual,  
reasonable and necessary:

\$186,078.50

Amount of reimbursement sought as actual,  
reasonable and necessary:

\$3,009.26

This is a   x   monthly        interim   x   final application

**PRIOR MONTHLY FEE APPLICATIONS**

<b>Date Filed &amp; Docket No.</b>	<b>Period Covered</b>	<b>Fees Requested</b>	<b>Expenses Requested</b>	<b>CNO Docket No.</b>	<b>Fees Approved</b>	<b>Expenses Approved</b>
07/15/22 D.I. 555	05/9/22 – 06/30/22	\$138,901.00	\$0.00	D.I. 689	\$111,120.80	\$0.00
8/15/2022 D.I. 700	7/1/2022 – 7/31/2022	\$24,702.50	\$22.13	D.I. 784	\$19,762.00	\$22.13
9/15/2022 D.I. 832	8/1/2022 – 8/31/2022	\$12,137.00	\$187.27	D.I. 839	\$9,709.60	\$187.27

**COMPENSATION BY PROFESSIONAL DURING THE MONTHLY PERIOD****(September 1, 2022 through April 17, 2023)**

<b>Name of Professional</b>	<b>Position of the Applicant, Area of Expertise, Year of Obtaining License to Practice</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Kenneth J. Yerkes	Partner/Labor & Employment. Member of Indiana Bar since 1987	\$770.00	2.9	\$2,233.00
Mark R. Owens	Partner/Bankruptcy: Member of DE Bar since 2003	\$715.00	0.2	\$143.00
Kevin G. Collins	Partner/Bankruptcy. Member of Delaware Bar since 2008	\$555.00 \$615.00*	7.0 1.4	\$3,885.00 \$861.00
David J. Pryzbylski	Partner/Labor & Employment. Member of Indiana Bar since 2008	\$520.00	1.9	\$988.00
Kathleen Lytle	Paralegal/Bankruptcy	\$245.00 \$260.00*	4.8 1.3	\$1,176.00 \$338.00
<b>TOTAL:</b>			<b>19.5</b>	<b>\$9,624.00</b>
<b>BLENDED RATE:</b>				<b>\$493.54</b>

**COMPENSATION BY PROFESSIONAL DURING THE FINAL PERIOD****(May 9, 2022 through April 17, 2023)**

<b>Name of Professional</b>	<b>Position of the Applicant, Area of Expertise, Year of Obtaining License to Practice</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Kenneth J. Yerkes	Partner/Labor & Employment. Member of Indiana Bar since 1987	\$770.00	125.0	\$96,250.00
Mark R. Owens	Partner/Bankruptcy: Member of DE Bar since 2003	\$715.00	5.7	\$4,075.50
Lori L. Shannon	Partner/Corporate. Member of Illinois Bar since 1997	\$685.00	38.4	\$26,304.00
Kevin G. Collins	Partner/Bankruptcy. Member of Delaware Bar since 2008	\$555.00 \$615.00*	57.0 1.4	\$31,635.00 \$861.00
David J. Pryzbylski	Partner/Labor & Employment. Member of Indiana Bar since 2008	\$520.00	44.4	\$23,088.00
Thomas C. Payne	Associate/Labor & Employment. Member of Indiana Bar since 2017	\$425.00	1.2	\$510.00
Colleen Schade	Associate/Labor & Employment. Member of Indiana Bar since 2020	\$350.00	1.3	\$455.00
Cathy Reed	Paralegal/Labor & Employment	\$280.00	0.4	\$112.00
Kathleen Lytle	Paralegal/Bankruptcy	\$245.00 \$260.00*	10.0 1.3	\$2,450.00 \$338.00
<b>TOTAL:</b>			<b>286.1</b>	<b>\$186,078.50</b>
<b>BLENDED RATE:</b>				<b>\$650.40</b>

**COMPENSATION BY PROJECT CATEGORY DURING THE MONTHLY PERIOD****(September 1, 2022 through April 17, 2023)**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
Case Administration	3.1	\$1,797.50
Court Hearings	1.9	\$1,054.50
Fee & Employment Application	9.9	\$3,655.00
USW & IAM Negotiations	4.6	\$3,117.00
<b>TOTAL</b>	<b>19.5</b>	<b>\$9,624.00</b>

**COMPENSATION BY PROJECT CATEGORY DURING THE FINAL PERIOD****(May 9, 2022 through April 17, 2023)**

<b>Project Category</b>	<b>Total Hours</b>	<b>Total Fees</b>
B&T Retention	29.8	\$17,035.00
Budgeting	4.3	\$2,375.00
Case Administration	7.0	\$3,687.00
Court Hearings	1.9	\$1,054.50
Employee Benefits And Pensions	24.9	\$17,056.50
Fee & Employment Application	32.8	\$14,876.50
USW & IAM Information Requests	69.1	\$50,709.50
USW & IAM Negotiations	116.3	\$79,284.50
<b>TOTAL</b>	<b>286.1</b>	<b>\$186,078.50</b>

**EXPENSE SUMMARY DURING THE MONTHLY PERIOD**

**(September 1, 2022 through April 17, 2023)**

<b>Expense Category</b>	<b>Total Expenses</b>
Charge For Transcripts	\$2,633.69
Copying Costs	\$166.17
<b>Total Expenses</b>	<b>\$2,799.86</b>



**EXPENSE SUMMARY DURING THE FINAL PERIOD**

**(May 9, 2022 through April 17, 2023)**

<b>Expense Category</b>	<b>Total Expenses</b>
Charge For Transcripts	\$2,633.69
Copying Costs	\$166.17
Courier Service	\$209.40
<b>Total Expenses</b>	<b>\$3,009.26</b>

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

ARMSTRONG FLOORING, INC., *et al.*,

Debtors.<sup>2</sup>

Chapter 11

Case No. 22-10426 (MFW)

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**COMBINED FOURTH MONTHLY AND FINAL FEE APPLICATION OF  
BARNES & THORNBURG LLP, AS SPECIAL LABOR COUNSEL TO THE DEBTORS,  
FOR ALLOWANCE OF MONTHLY COMPENSATION AND FOR MONTHLY  
REIMBURSEMENT OF ALL ACTUAL AND NECESSARY EXPENSES INCURRED  
FOR THE (I) MONTHLY PERIOD OF AUGUST 1, 2022 THROUGH AUGUST 31, 2022  
AND (II) FINAL PERIOD OF MAY 9, 2022 THROUGH APRIL 17, 2023**

Barnes & Thornburg LLP (“B&T”), as special labor counsel for the debtors and debtors-in-possession in the above-captioned cases (the “Debtors”), submits this combined monthly and final application (the “Application”) for (i) monthly allowance of compensation for professional services rendered by B&T to the Debtors for the period of September 1, 2022 through and including April 17, 2023 (the “Fourth Monthly Period”) in the amount of \$9,624.00 and reimbursement of actual and necessary expenses incurred by B&T during the Fourth Monthly Application Period in the amount of \$2,799.86, and (ii) final allowance of compensation for professional services rendered by B&T to the Debtors for the period of May 9, 2022 through April 17, 2023 (the “Final Period”) in the amount of \$186,078.50 and reimbursement of actual and necessary expenses incurred by B&T during the Final Period in the amount of \$3,009.26, pursuant

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<sup>2</sup> The Debtors in these chapter 11 cases, along with the last four digits of their respective tax identification numbers, are as follows: Armstrong Flooring, Inc. (3305); AFI Licensing LLC (3265); Armstrong Flooring Latin America, Inc. (2943); and Armstrong Flooring Canada Ltd. (N/A). The address of the Debtors’ corporate headquarters is P.O. Box 10068, 1770 Hempstead Road, Lancaster, PA 17065.

to sections 330 and 331 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the United States Trustee’s *Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses filed under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases*, effective November 1, 2013 (the “U.S. Trustee Guidelines”), the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [D.I. 258] (the “Interim Compensation Procedures Order”) and the *Order Converting Debtors’ Chapter 11 Cases to Cases Under Chapter 7 of the Bankruptcy Code* [D.I. 1352] (the “Conversion Order”). In support of this Application, B&T represents as follows:

### **JURISDICTION AND VENUE**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware, dated February 29, 2012. This is a core proceeding under 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

2. Pursuant to Local Rule 9013-1(f), B&T consents to the entry of a final order by the Court in connection with this Application, to the extent it is later determined by the Court, absent consent of the parties, cannot enter final orders or judgments consistent with Article III of the United States Constitution.

3. The statutory predicates for the relief requested herein are sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016 and Local Rule 2016-2.

### **BACKGROUND**

4. On May 9, 2022 (the “Petition Date”), each of the Debtors commenced a case by filing a petition for relief under chapter 11 of the Bankruptcy Code (collectively, the “Chapter 11 Cases”). The Chapter 11 Cases are being jointly administered.

5. The Court entered the Interim Compensation Procedures Order on June 1, 2022. The Interim Compensation Procedures Order sets forth the procedures for interim compensation and reimbursement of expenses for all professionals in these Chapter 11 Cases.

6. On April 17, 2023, as set forth in the Conversion Order, the Chapter 11 Cases were converted to cases under Chapter 7 of the Bankruptcy Code.

7. The Conversion Order directed professionals retained in the Chapter 11 Cases to submit final fee applications to the Court in accordance with the Bankruptcy Code, Bankruptcy Rules, Local Rules, and orders of the Court by no later than thirty (30) days from entry of the Conversion Order.

### **B&T’S RETENTION**

8. On June 15, 2022, the Debtors filed the *Debtors’ Application for Order Authorizing the Employment and Retention of Barnes & Thornburg LLP as Special Labor Counsel Nunc Pro Tunc to the Petition Date* [D.I. 365] (the “B&T Retention Application”). The Debtors retained B&T to provide advice regarding, among other things, collective bargaining and other labor-related negotiations with union-represented employee groups, including labor agreement benefit provision negotiations, and labor and employment litigation.

9. On July 7, 2022, this Court granted the B&T Retention Application pursuant to the *Order Authorizing the Employment and Retention of Barnes & Thornburg LLP as Special Labor*

*Counsel to the Debtors Nunc Pro Tunc to the Petition Date* [D.I. 508] (the “B&T Retention Order”).

**RELIEF REQUESTED**

10. B&T submits this Application for (a) allowance of reasonable compensation for the actual, reasonable and necessary professional services that it has rendered as special labor counsel to the Debtors in these Chapter 11 Cases, (b) reimbursement of actual, reasonable and necessary expenses incurred by B&T in representing the Debtors during the Fourth Monthly Period and Final Period.

11. During the Fourth Monthly Period, B&T incurred fees in the amount of \$9,624.00. For the same period, B&T incurred actual, reasonable and necessary expenses totaling \$2,799.86. As of the date of this Application, B&T has received no payments with respect to these amounts.

12. During the Final Period, B&T incurred fees in the amount of \$186,078.50. For the same period, B&T incurred actual, reasonable and necessary expenses totaling \$3,009.26. As of the date of this Application, B&T has received \$150,413.23 on account of fees incurred and \$375.57 on account of expenses during the Final Period.

13. The remaining amount outstanding and owing to B&T in the Chapter 11 Cases is \$38,298.96, consisting of \$35,665.27 in fees and \$2,633.69 in expenses incurred.

14. B&T does not hold a retainer for its work performed on behalf of the Debtors in the Chapter 11 Cases.

15. Set forth on the foregoing “Compensation by Project Category” is a summary, by subject matter category, of the time expended by B&T timekeepers billing time to the Debtors’ cases during the Fourth Monthly Period and Final Period.

16. The fee statements for the Final Period were attached to the previously filed monthly fee applications [D.I. 555, 700, 832], with the exception of the fee statement for the Fourth Monthly Period, which is attached hereto as **Exhibit A** (collectively, the “Monthly Fee Statement”). The monthly fee statements contain logs, sorted by case project category, which show the time recorded by professionals, paraprofessionals and other support staff (as applicable), as well as descriptions of the services provided.

17. **Exhibit B** contains a summary of expenses incurred by B&T during the Fourth Monthly Period in representing the Debtors.<sup>3</sup>

18. B&T has endeavored to represent the Debtors in the most expeditious and economical manner possible. Tasks have been assigned to attorneys, paralegals and other support staff at B&T so that work has been performed by those most familiar with the particular matter or task and, where attorney or paralegal involvement was required, by the lowest hourly rate professional appropriate for a particular matter. Moreover, B&T has endeavored to coordinate with the Debtors’ other professionals involved in these Chapter 11 Cases so as to minimize any duplication of effort and to minimize attorneys’ fees and expenses to the Debtors. B&T believes it has been successful in this regard.

19. No agreement or understanding exists between B&T and any other person for the sharing of compensation received or to be received for services rendered in or in connection with these Chapter 11 Cases.

20. The undersigned has reviewed the requirements of Local Rule 2016-2 and certifies to the best of his information, knowledge and belief that this Application complies with that Rule.

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<sup>3</sup> See Exhibit A for detail regarding expenses.

**NOTICE**

Notice of this Application will be served upon: (a) the Debtors, c/o/ Armstrong Flooring, Inc. P.O. Box 10068, 1770 Hempstead Road, Lancaster, PA 17065 (Attn: Christopher Parisi ([cparisi@armstrongflooring.com](mailto:cparisi@armstrongflooring.com))); (b) counsel to the Debtors, Skadden, Arps, Slte, Meagher & Flom LLP, 920 North King Street, Wilmington, DE 19801 (Attn: Joseph Larkin ([joseph.larkern@skadden.com](mailto:joseph.larkern@skadden.com)) and Jacqueline Dakin ([Jacqueline.dakin@skadden.com](mailto:Jacqueline.dakin@skadden.com))) and 155 North Wacker Drive, Chicago, IL 60606 (Attn: [ron.meisler@skadden.com](mailto:ron.meisler@skadden.com)), Kennifer Madden ([Jennifer.madden@skadden.com](mailto:Jennifer.madden@skadden.com)) and Anthony Joseph ([Anthony.joseph@skadden.com](mailto:Anthony.joseph@skadden.com))); and Chipman Brown Cicero & Cole, LLP, 1313 North Market Street, Suite 5400, Wilmington, DE 19801 (Attn: Robert A. Weber ([weber@chipmanbrown.com](mailto:weber@chipmanbrown.com)) and Mark L. Desgrosseilliers ([desgross@chipmanbrown.com](mailto:desgross@chipmanbrown.com))); (c) counsel to the Official Committee of Unsecured Creditors, Cole Schotz PC, 500 Delaware Avenue, Suite 1410, Wilmington, DE 19801 (Attn: Justin Alberto ([jalberto@coleschotz.com](mailto:jalberto@coleschotz.com))) and 1325 Avenue of the Americas, 19<sup>th</sup> Floor, New York, NY 10019 (Attn: Seth Van Aalten ([svanaalten@coleschotz.com](mailto:svanaalten@coleschotz.com))); (d) the U.S. Trustee, 844 King Street, Suite 2007, Wilmington, DE 19801 (Attn: Linda Casey ([linda.casey@usdoj.gov](mailto:linda.casey@usdoj.gov))); and (e) counsel to the Lenders, McGuireWoods LLP, 1251 Avenue of the Americas, 20<sup>th</sup> Floor, New York, NY 10020 (Attn: Brian Swett ([bswett@mcquirewoods.com](mailto:bswett@mcquirewoods.com))) and Greenberg Traurig, One Vanderbilt Avenue, New York, NY 10017 (Attn: Brian E. Greer ([greerb@gtlaw.com](mailto:greerb@gtlaw.com))) (collectively, the “Notice Parties”). The notice of hearing on this Application will be served on parties that have requested notice pursuant to Bankruptcy Rule 2002.

WHEREFORE, B&T respectfully requests that this Court enter an order providing that (i) a monthly allowance be made to B&T for the period from September 1, 2022 through April 17, 2023 for compensation in the sum of \$9,624.00 and actual and necessary expenses in the amount

of \$2,799.86; and (ii) a final allowance be made to B&T for the period from May 9, 2022 through April 17, 2023 for compensation in the sum of \$186,078.50 and actual and necessary expenses in the amount of \$3,009.26; and (iii) grant such other and further relief as is just.

Dated: May 17, 2023  
Wilmington, Delaware

BARNES & THORNBURG LLP

/s/ Kevin G. Collins

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